

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO. et al.

Debtors.

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Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline: November 6, 2003 at 4:00 p.m.
Hearing Date: TBD only if necessary

**SUMMARY COVERSHEET TO EIGHTEENTH MONTHLY INTERIM APPLICATION
OF CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR SEPTEMBER
1, 2003 THROUGH SEPTEMBER 30, 2003**

Name of Applicant:	Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein ("CBBG")
Authorized to provide professional services to:	Special Litigation and Environmental Counsel to Debtors
Date of Retention:	February 1, 2002
Period for which compensation and reimbursement is sought	September 1, 2003 through September 30, 2003
Amount of compensation sought as actual, reasonable and necessary	\$36,488.50 for the period September 1, 2003 through September 30, 2003 in professional fees
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$2,057.14 for the period of September 1, 2003 through September 30, 2003

This is a:

Monthly interim application

Prior Applications filed: Yes

Date Filed	Period Covered	Requested Fees (80%)	Requested Expenses	Status of Fees	Status of Expenses
04/30/02	03/01/02 through 03/31/02	\$11,914.00	\$1,601.57	Paid	Paid
05/16/02	04/01/02 through 04/30/02	\$18,244.80	\$800.41	Paid	Paid
06/02	05/01/02 through 05/31/02	\$10,476.80	\$1,952.06	Paid	Paid
07/02	06/01/02 through 06/30/02	\$23,778.80	\$124.87	Paid	Paid
08/02	07/01/02 through 07/31/02	\$21,644.40	\$382.71	Paid	Paid
09/02	08/01/02 through 08/31/02	\$34,612.80	\$2,524.85	Paid	Paid
10/02	9/01/02 through 9/30/02	\$29,157.20	\$2,926.37	Paid	Paid
11/02	10/01/02 through 10/31/02	\$25,916.00	\$2,067.73	Paid	Paid
12/02	11/01/02 through 11/30/02	\$27,517.20	\$2,314.21	Paid	Paid
01/03	12/01/02 through 12/31/02	\$56,228.40	\$8,398.02	Paid	Paid

02/03	01/01/03 through 01/31/03	\$144,530.40	\$9,533.27	Paid	Paid
03/03	02/01/03 through 02/28/03	\$80,008.09	\$19,621.20	Paid	Paid
04/03	03/01/03 through 03/31/03	\$108,130.40	\$16,983.37	Paid	Paid
5/03	04/01/03 through 04/30/03	\$69,407.60	\$3,684.64	Paid	Paid
6/03	05/01/03 through 05/31/03	\$26,057.93	\$0	Paid	Paid
7/03	06/01/03 through 06/30/03	\$60,407.20	\$2,061.28	Paid	Paid
8/03	07/01/03 through 07/31/03	\$78,271.60	\$9,347.66	Application Pending	Application Pending
9/03	08/01/03 through 08/31/03	\$48,996.80	\$1,966.20	Application Pending	Application Pending

As indicated above, this is the nineteenth application for interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.

Summary of Compensation Requested

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
John M. Agnello	Partner	\$340	97.40	\$32,011.00
Melissa E. Flax	Partner	\$225	19.90	\$4,477.50

Total Fees \$36,488.50

Total Hours 117.30

EXPENSE SUMMARY

Expense Category	Total Expenses
Copies – Internal and Outside	\$26.40
Westlaw/Pacer	\$529.82
Telephone	\$166.66
Faxes	\$338.00
FedEx	\$118.36
Travel	\$716.60
Messenger	\$152.50
Additional Staff Time	
Court Reporter (Hearing Transcript)	\$8.80
Total	\$2,057.14

Dated: October 9, 2003

**ATTACHMENT B
TO FEE APPLICATION
(September 1, 2003 through September 30, 2003)**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
John M. Agnello	Partner	\$340	97.40	\$32,011.00
Melissa E. Flax	Partner	\$225	19.90	\$4,477.50

Grand Total:	\$36,488.50
Blended Rate:	

COMPENSATION BY PROJECT CATEGORY¹

Project Category (Examples)	Total Hours	Total Fees
Asset Analysis		
Asset Disposition		
Business Operations		
Case Administration		
Claims Analysis Objection Resolution & Estimation (Asbestos)		
Claims Analysis Objection Resolution & Estimation (Non-Asbestos)		
Committee (All – Creditors', Noteholders', Equity Holders', etc.)		
Employee Benefits/Pensions		
Employment Applications, Applicant		
Employment Applications, Others		
Expenses		\$2,057.14
Fee Applications, Applicant	14.40	\$3,527.50
Fee Applications, Others		
Financing		
Hearings		
Litigation and Litigation Consulting	96.40	\$31,856.00
Plan and Disclosure Statement		
Relief from Stay Proceedings		
Tax Issues		
Tax Litigation		
Travel – non-working	6.50	\$1,105.00
Valuation		
ZAI Science Trial		
ZAI Science Trial – Expenses		
Other (Explain)		

¹ In accordance with the Court's directive at the August 26, 2002 hearing, the compensation by project category has been revised to reflect the additional project categories required by the Court and the Fee Auditor.

EXPENSE SUMMARY

Expense Category (Examples)	Service Provider (if applicable)	Total Expenses
Computer Assisted Legal Research	WestLaw/Pacer	\$529.82
Facsimile (with rates)		\$338.00 (\$1.00 per page)
Long Distance Telephone		\$166.66
In-House Reproduction		\$26.40 (\$0.15 per page)
Outside Reproduction		
Outside Research		
Filing/Court Fees		
Court Transcripts	Charles P. McGuire	\$8.80
Local Travel		
Out-Of-Town Travel		
airfare	JMA (9/26/03) – Continental	\$573.50
car/taxi service	JMA (9/26/03) – Round trip to/from airport	\$143.10
		<u>\$716.60</u>
Courier & Express Carriers (e.g. Federal Express)	Federal Express	\$118.36
Postage		
Other (Explain) - Working meal		
Messenger		\$152.50
Security at Site	SARA Consultants	
Additional Staff Time		

Dated: October 9, 2003

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	Chapter 11
)	
W. R. GRACE & CO. et al. ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	

VERIFICATION

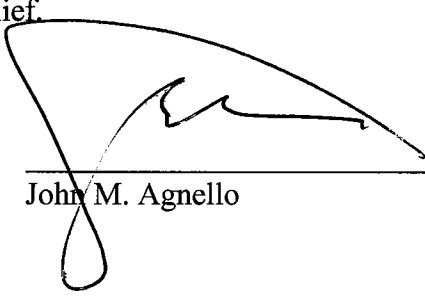
JOHN M. AGNELLO, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein and I am a member in good standing of the bars of the State of New Jersey, the United States District Court for the District of New Jersey, the United States Court of Appeals for the Third Circuit, the State of New York, the United States District Courts for the Southern and Eastern Districts of New York and the Supreme Court of the United States.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G_C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G_C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. I have personally performed certain of, and overseen the legal services rendered by Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein as special litigation and environmental counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

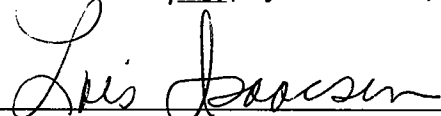
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



John M. Agnello

In the State of New Jersey

SWORN TO AND SUBSCRIBED
before me this 07 day of October, 2003



Notary Public

My Commission Expires:

LOIS ISAACSON
A Notary Public of New Jersey
My Commission Expires 6/19/06

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO. et al.¹

Debtors.

)
) Chapter 11
)

) Case No. 01-01139 (JKF)
) (Jointly Administered)
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Objection Deadline: November 6, 2003 at 4:00 p.m.
Hearing Date: TBD only if necessary

**FEE DETAIL FOR CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI,
STEWART & OLSTEIN'S MONTHLY FEE APPLICATION FOR THE PERIOD
FROM SEPTEMBER 1, 2003 THROUGH SEPTEMBER 30, 2003**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

W.R. GRACE & COMPANY
 5400 BROKEN SOUND BLVD., N.W.
 BOCA RATON, FL 33487
 ATTN: RICHARD A. SENFTLEBEN, ESQ.

October 9, 2003
 Invoice No. 21262
 Client No. 734680

For Professional Services Rendered through 09/30/03

Matter # 734680.1 VS. HONEYWELL INTERNATIONAL

Litigation and Litigation Consulting

09/02/03 JMA Phone - L. Walsh re: review Faranca trial testimony	.10	34.00
09/02/03 JMA Review Faranca trial testimony re: Honeywell delay	.30	102.00
09/02/03 JMA Phone - C. Marraro re: Supersedeas Bond and Honeywell motion to stay	.40	136.00
09/02/03 JMA Phone - C. Marraro re: development plans for ECARG property	.20	68.00
09/02/03 JMA Receipt and review Declaration of S. German in support of ICO opposition	.40	136.00
09/02/03 JMA Review notes of meeting with Special Master on 8/5 and 8/6 re: German Declaration	.40	136.00
09/02/03 JMA Letter to Judge Cavanaugh re: 2nd Fee Application by counsel for Special Master	.20	68.00
09/02/03 JMA Receipt and review letter from S. German to Judge Cavanaugh	.10	34.00
09/02/03 JMA Receipt and review letter from S. German to District Court Clerk	.10	34.00
09/02/03 JMA Receipt and review ICO opposition to Honeywell motion to stay	1.20	408.00
09/02/03 JMA Review Third Circuit cases cited by ICO in opposition to Honeywell motion to stay	1.00	340.00
09/03/03 JMA Phone - C. Marraro re: Honeywell motion to stay	.40	136.00
09/03/03 JMA Phone - Mayor's counsel, Jersey City	.10	34.00
09/03/03 JMA Phone - K. Millian re: motion to stay	.10	34.00

W.R. GRACE & COMPANY

October 9, 2003

Client No. 734680

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09/03/03 JMA Phone - L. Walsh re: Work Plan	.40	136.00
09/03/03 JMA Phone - R. Senftleben	.20	68.00
09/03/03 JMA Phone - Chief of Staff, Jersey City	.10	34.00
09/03/03 JMA Letter to Judge Cavanaugh re: Special Master 2nd Fee Application	.20	68.00
09/03/03 JMA Receipt and review letter from D. Field to Judge Cavanaugh	.10	34.00
09/03/03 JMA Receipt and review letter from D. Field to District Court Clerk	.10	34.00
09/03/03 JMA Receipt and review Honeywel reply brief re: motion to stay judgment	.80	272.00
09/03/03 JMA Review case law cited by Honeywell in reply brief	1.80	612.00
09/03/03 JMA Receipt and review Honeywell revised form of Order staying judgment	.20	68.00
09/04/03 JMA Receipt and review Schoor DePalma subcontract with Parsons	.40	136.00
09/04/03 JMA Receipt and review letter from Parsons to L. Walsh	.30	102.00
09/04/03 JMA Receipt and review letter from Parson to Special Master re: disposal survey	.10	34.00
09/04/03 JMA Receipt and review Honeywell disposal survey	1.20	408.00
09/04/03 JMA Receipt and review letter from Parsons to Special Master with surveyor purchase order	.30	102.00
09/04/03 JMA Receipt and review letter from Parsons to Special Master re: utility survey with schedule of drawings	.40	136.00
09/04/03 JMA Receipt and review letter from Parsons to Special Master re: Honeywell field activities	.10	34.00
09/04/03 JMA Review Honeywell summary of field activities 1983-2003	.50	170.00

W.R. GRACE & COMPANY

October 9, 2003

Client No. 734680

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INVOICE NO. 21262

09/04/03	JMA Appeal - receipt and review notice from Third Circuit re: third appeal	.20	68.00
09/04/03	JMA Appeal - receipt and review Order consolidating third appeal with pending appeals	.10	34.00
09/04/03	JMA Appeal - receipt and review entry of appearance and corporate disclosure forms	.20	68.00
09/04/03	JMA Receipt and review information re: bulk waste containers	.30	102.00
09/04/03	JMA Phone - C. Marraro re: Honeywell motion for stay	.70	238.00
09/05/03	JMA Receipt and review letter from K. Coakley to clerk of District Court	.10	34.00
09/05/03	JMA Receipt and review notice of motion by Special Master for compensation	.20	68.00
09/05/03	JMA Receipt and review third fee application by Special Master	.40	136.00
09/05/03	JMA Receipt and review proposed Order re: Special Master Third Fee Application	.20	68.00
09/05/03	JMA Phone - C. Marraro re: strategy	.30	102.00
09/05/03	JMA Receipt and review letter from K. Coakley to District Court Clerk with executed Stipulation and Order	.20	68.00
09/05/03	JMA Phone - counsel for Special Master re: Berger Group fees	.20	68.00
09/05/03	JMA Receipt and review memo from D. Field with signature page of Stipulation and Order	.10	34.00
09/05/03	JMA Appeal - receipt and review letter from C. Marraro to Third Circuit Clerk	.10	34.00
09/05/03	JMA Appeal - receipt and review application for admission to Third circuits - Williams and Hughes	.30	102.00
09/05/03	JMA Receipt and review email from K. Millian re: oral argument on Honeywell motion to stay	.10	34.00

W.R. GRACE & COMPANY

October 9, 2003

Client No. 734680

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INVOICE NO. 21262

09/05/03	JMA Phone - C. Marraro re: property development issues	.50	170.00
09/05/03	JMA Letter to Judge Cavanaugh re: Special Master's second fee application	.20	68.00
09/05/03	JMA Letter to Judge Cavanaugh re: Special Master's third fee application	.20	68.00
09/05/03	JMA Receipt and review letter from K. Coakley to Judge Cavanaugh re: Berger Group fees	.20	68.00
09/05/03	JMA Receipt and review proposed revised Order re: Berger Group fees	.20	68.00
09/05/03	JMA Receipt and review letter from D. Field to Judge Cavanaugh re: LOC	.20	68.00
09/05/03	JMA Review proposed Financial Assurance Order from Special Master	.20	68.00
09/07/03	MEF RCRA Fee Petition - memo to JMA re: expenses	.30	67.50
09/08/03	JMA Phone - counsel for Special Master re: Financial Assurances	.20	68.00
09/08/03	JMA Phone - counsel for Special Master re: Stipulation and Order - immediate action items	.20	68.00
09/08/03	JMA Phone - C. Marraro re: motion to stay	.20	68.00
09/08/03	JMA Conference with C. Marraro re: agenda for meeting with Special Master	1.00	340.00
09/08/03	JMA Site visit with C. Marraro	1.50	510.00
09/08/03	JMA Meeting with C. Marraro re: strategy	2.00	680.00
09/08/03	JMA Receipt and review notice form Third Circuit re: mediation	.30	102.00
09/08/03	JMA Conference with C. Marraro re: strategy - Appellate mediation	1.80	612.00
09/08/03	JMA Conference with C. Marraro re: Jersey City/Site development issues	1.20	408.00
09/08/03	JMA Conference with C. Marraro re: Honeywell immediate action items	.90	306.00

W.R. GRACE & COMPANY

October 9, 2003

Client No. 734680

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09/09/03	JMA	Receipt and review letter from W. Mueller re: Stipulation - immediate action items	.20	68.00
09/09/03	JMA	Phone - C. Marraro re: agenda for meeting with Special Master	.20	68.00
09/09/03	JMA	Phone - A. Nagy re: meeting with Jersey City Officials	.20	68.00
09/09/03	JMA	RCRA Fee Petition - receipt and review memo from MEF re: scheduling	.20	68.00
09/09/03	JMA	Appeal - receipt and review appearance by T. Milch - third appeal	.10	34.00
09/09/03	JMA	Appeal - receipt and review Honeywell CIS for third appeal	.20	68.00
09/09/03	JMA	Appeal - receipt and review Honeywell summary of the case - third appeal	.30	102.00
09/09/03	JMA	Receipt and review Honeywell transcript purchase order - third appeal	.10	34.00
09/09/03	JMA	Appeal - receipt and review letter from T. Milch to Case Manager - third appeal	.20	68.00
09/09/03	JMA	Appeal - receipt and review Honeywell Corporate Disclosure Statement - third appeal	.10	34.00
09/09/03	JMA	Receipt and review email from B. Hughes with excerpts of Amended Opinion re: endangerment to human health	.40	136.00
09/09/03	MEF	Review instructions to counsel re: Confidential Position Papers and Notice of Assignment for Mediation	.30	67.50
09/09/03	MEF	Appeal - t/c with JMA re: Assignment for Mediation	.20	45.00
09/10/03	JMA	Receipt and review email re: meeting with Jersey City	.10	34.00
09/10/03	JMA	Receipt and review letter from K. Coakley to Judge Cavanaugh	.20	68.00
09/10/03	JMA	Appeal - phone - C. Marraro re: mediation process	.50	170.00

W.R. GRACE & COMPANY

October 9, 2003

Client No. 734680

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INVOICE NO. 21262

09/10/03	JMA Receipt and review letter from K. Coakley to Judge Cavanaugh re: financial Assurance Order	.30	102.00
09/10/03	JMA Review case and statute cited by counsel for Special Master re: Financial Assurance Order	1.00	340.00
09/11/03	JMA Receipt and review letter from Parsons to Special Master re: fence repair	.20	68.00
09/11/03	JMA Receipt and review letter from Parsons to Special Master re: geotechnical and waste characterization sampling	.10	34.00
09/11/03	JMA Review Honeywell geotechnical and waste characterization sampling plan	1.00	340.00
09/12/03	JMA Receipt and review letter from D. Field to Judge Cavanaugh re: Financial Assurance Order	.40	136.00
09/12/03	JMA Receipt and review letter from K. Coakley to D. Field re: immediate action items	.40	136.00
09/12/03	JMA Receipt and review letter from B. Terris to Special Master re: Honeywell groundwater sampling plan	.30	102.00
09/12/03	JMA Receipt and review letter from S. German to Judge Cavanaugh re: Special Master's Fee Application	.10	34.00
09/12/03	JMA Receipt and review letter from M. Caffrey to District Court Clerk	.10	34.00
09/12/03	JMA Receipt and review Order approving Supersedeas Bond	.20	68.00
09/12/03	JMA Appeal - conference with MEF re: confirming appearance in third appeal	.20	68.00
09/12/03	JMA Conference call - all counsel and Judge Cavanaugh re: Financial Assurance Order	.40	136.00
09/12/03	JMA Phone - C. Marraro re: Financial Assurance Order	.30	102.00
09/12/03	JMA Receipt and review letter from K. Coakley to Judge Cavanaugh re: Financial Assurance Order	.30	102.00

W.R. GRACE & COMPANY

October 9, 2003

Client No. 734680

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INVOICE NO. 21262

09/12/03 JMA Review statute and case law cited by Special Master re: Financial Assurance Order	1.00	340.00
09/12/03 MEF Appeal - voice mail - A. Laws at 3rd Circuit; t/c with A. Laws re: Appearance of Counsel, etc. in 03-3585	.30	67.50
09/12/03 MEF Appeal - receipt and review case opening information re: Appeal 03-3585	.40	90.00
09/12/03 MEF Appeal - research whether mediation is mandatory/opt-out provisions	.40	90.00
09/12/03 MEF Appeal - prepare Corporate Disclosures for Grace & Co., Grace Ltd. and ECARG in appeal 03-3585	.40	90.00
09/12/03 MEF Appeal - Letter to CHM re: Appearance of Counsel in 03-3585	.20	45.00
09/12/03 MEF Appeal - Prepare Appearances of Counsel in 03-3585	.20	45.00
09/12/03 MEF Appeal - Prepare Certificates of Service in 03-3585	.20	45.00
09/15/03 JMA Phone - C. Marraro re: Special Master meeting schedule	.20	68.00
09/15/03 JMA Receipt and review Honeywell Fourth Progress Report	.30	102.00
09/15/03 JMA Phone - C. Marraro re: mediation/settlement	.30	102.00
09/15/03 JMA Receipt and review email from S. German	.10	34.00
09/15/03 JMA Receipt and review letter from C. Sorresse	.10	34.00
09/15/03 JMA Receipt and review filed Supersedeas Bond	.20	68.00
09/15/03 JMA Letter to C. Marraro re: Supersedeas Bond	.20	68.00
09/15/03 JMA Phone - C. Marraro re: agenda for meeting with Special Master	.30	102.00
09/15/03 JMA Phone - L. Walsh re: site visit	.20	68.00
09/15/03 MEF Appeal - t/c with CHM re: Appearance of Counsel form in Appeal No. 03-3585	.20	45.00

W.R. GRACE & COMPANY

October 9, 2003

Client No. 734680

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INVOICE NO. 21262

09/15/03	MEF Appeal - Letter to A. Laws re: Appearances of Counsel and corporate disclosures in Appeal No. 03-3585	.20	45.00
09/16/03	JMA Phone - C. Marraro re: immediate action items	.40	136.00
09/16/03	JMA Phone - C. Marraro and Jersey City attorney	.40	136.00
09/16/03	JMA Receipt and review Honeywell proposed deep groundwater investigation plan	2.20	748.00
09/16/03	JMA Receipt and review letter from Parsons to Special Master re: bathymetric/waterside geophysical survey	.10	34.00
09/16/03	JMA Receipt and review Honeywell proposed sediment sampling plan and bathymetric/waterside geophysical survey plan	2.70	918.00
09/16/03	JMA Receipt and review letter from Parsons to Special Master re: deep groundwater plan	.10	34.00
09/16/03	MEF Appeal - letter to A. Laws re: original appearance of counsel for CHM	.20	45.00
09/17/03	JMA Phone - C. Marraro re: letter to Special Master - immediate action items	.20	68.00
09/17/03	JMA Phone - L. Walsh re: meeting with Special Master and Financial Assurance issues	.30	102.00
09/17/03	JMA Phone - L. Walsh re: site visit, financial assurances, scheduling meeting with Special Master	.40	136.00
09/17/03	JMA Memo to C. Marraro and Grace Team re: meeting with Special Master	.20	68.00
09/17/03	JMA Receipt and review letter from K. Coakley re: Conti and Schoor DePalma	.20	68.00
09/17/03	JMA Receipt and review executed Amended Order re: Louis Berger Group	.20	68.00
09/17/03	JMA Receipt and review executed Order re: financial assurances	.20	68.00
09/17/03	JMA Receipt and review email from S. Falanga re: Honeywell letter of credit	.20	68.00

W.R. GRACE & COMPANY

October 9, 2003

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09/17/03 JMA Review Financial Assurances re: selection of financial institution	.30	102.00
09/17/03 JMA Review of and comments to Honeywell draft letter of credit	1.40	476.00
09/17/03 MEF Voice mail - C. McGuire re: transcript request	.20	45.00
09/17/03 MEF RCRA Fee Petition - review Feb. 2002 - May 2003 expenses	1.40	315.00
09/17/03 MEF RCRA Fee Petition - draft letter to Judge Cavanaugh re: reduction in expenses sought by CBBG	.60	135.00
09/17/03 MEF RCRA Fee Petition - conferences with JMA re: letter to Judge Cavanaugh	.50	112.50
09/17/03 MEF RCRA Fee Petition - email to CHM re: proposed letter to Judge Cavanaugh	.20	45.00
09/18/03 JMA Letter to K. Coakley re: changes to 9/16/03 draft letter of credit	1.00	340.00
09/18/03 JMA Phone - C. Marraro re: strategy	.30	102.00
09/18/03 JMA Phone - K. Coakley's secretary	.10	34.00
09/18/03 JMA Letter to K. Coakley re: letter of credit	.20	68.00
09/18/03 JMA Phone - C. Marraro re: motion to dismiss Riverkeeper action, letter of credit issues	.50	170.00
09/18/03 MEF Email from CHM re: letter to Judge Cavanaugh	.20	45.00
09/19/03 JMA Phone - C. Marraro re: scheduling/strategy	.30	102.00
09/19/03 JMA Phone - K. Coakley re: financial Assurance issues	.20	68.00
09/20/03 JMA Receipt and review email from K. Coakley re: letter of credit and Honeywell statement for corporate guarantee	.20	68.00
09/20/03 JMA Receipt and review Honeywell written statement re: Honeywell corporate guarantee	.30	102.00
09/20/03 JMA Review second draft of letter of credit and Grace comments to first draft	.40	136.00

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INVOICE NO. 21262

09/20/03 JMA Receipt and review case law cited by Honeywell in motion to dismiss Riverkeeper case	1.30	442.00
09/20/03 JMA Receipt and review Honeywell proposed Order dismissing Riverkeeper case	.10	34.00
09/20/03 JMA Receipt and review transcript of 9/12/03 conference call with Judge Cavanaugh	.30	102.00
09/20/03 JMA Letter to C. Marraro with transcript	.10	34.00
09/20/03 JMA Receipt and review email from K. Coakley	.10	34.00
09/20/03 JMA Review proposed Honeywell corporate guarantee, N.J.S.A. 58:10B-3(f) and N.J.A.C. 7:26C-7.7 and Financial Assurance Order	1.20	408.00
09/20/03 JMA Receipt and review letter from D. Field to District Court Clerk	.10	34.00
09/20/03 JMA Receipt and review Honeywell notice of motion to dismiss Riverkeeper case	.20	68.00
09/20/03 JMA Receipt and review Honeywell Memorandum of law and supporting certification re: dismissal of Riverkeeper case	1.50	510.00
09/22/03 JMA Phone - C. Marraro and A. Nagy	.40	136.00
09/22/03 JMA Phone - Office of Jersey City Director of Economic Development	.20	68.00
09/22/03 JMA Phone - C. Marraro and Dr. K. Brown	1.00	340.00
09/22/03 JMA Phone - C. Marraro re: Honeywell Work Plan proposal	.50	170.00
09/23/03 JMA Phone - A. Lascurian's secretary	.10	34.00
09/23/03 JMA Phone - S. German and Lara Cartright Smith re: transition of file responsibility	.20	68.00
09/23/03 JMA Phone - C. Marraro	.30	102.00
09/23/03 MEF T/c with CHM re: DEP attorney and copy charges	.20	45.00
09/23/03 MEF Revise letter to Judge Cavanaugh re: RCRA Fee Petition Copy costs	.20	45.00

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INVOICE NO. 21262

09/24/03 JMA Conference with C. Marraro re: Jersey City development issues	1.50	510.00
09/24/03 JMA Appeal - attend meeting with C. Marraro and Jersey City representative	2.20	748.00
09/24/03 JMA Appeal - review Honeywell proposed issues on appeal	.70	238.00
09/24/03 JMA Conference with C. Marraro re: Honeywell proposed workplan and schedule, strategy, Honeywell immediate action items, Honeywell motion to dismiss Riverkeeper action	3.70	1258.00
09/24/03 MEF Assist JMA in prep for J.C. meeting	.50	112.50
09/24/03 MEF Appeal - compare Honeywell's concise summary of the case filed in Appeal 03-3037 with Honeywell's concise summary of the case in Appeal 03-3585	.50	112.50
09/26/03 JMA Review Honeywell workplan and schedule for conference call with K. Brown	1.20	408.00
09/26/03 JMA Conference call with K. Brown and C. Marraro re: Honeywell workplan and schedule	1.00	340.00
09/26/03 JMA Appeal - review case law on imminent and substantial endangerment	.80	272.00
09/26/03 JMA Conference with C. Marraro re: mediation strategy	3.00	1020.00
09/26/03 JMA Meeting with T. Milch and C. Marraro re: mediation issues	1.50	510.00
09/26/03 JMA Conference with C. Marraro re: mediation issues and strategy	1.00	340.00
09/29/03 JMA Phone - C. Marraro re: mediation strategy	1.00	340.00
09/29/03 JMA Phone - C. Marraro re: mediation issues and strategy	.70	238.00
09/29/03 JMA Phone - C. Marraro re: mediation strategy	.30	102.00
09/29/03 JMA Phone - C. Marraro and R. Senftleben re: mediation issues and strategy	.70	238.00

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INVOICE NO. 21262

09/29/03	JMA Conference call with C. Marraro and client representatives re: mediation issues and strategy	1.30	442.00
09/29/03	JMA Phone - C. Marraro re: scheduling issues	.30	102.00
09/29/03	JMA Phone - Judge Cavanaugh's Deputy Clerk	.30	102.00
09/29/03	JMA Letter to Judge Cavanaugh re: Honeywell motion to stay - oral argument	.20	68.00
09/29/03	JMA Phone - counsel for Special Master re: form of letter of credit	.10	34.00
09/30/03	JMA Receipt and review letter from K. Coakley to T. Milch re: extension of time on response to groundwater plan	.20	68.00
09/30/03	JMA Receipt and review letter from K. Coakley to T. Milch re: Honeywell commencing test P.L. work	.20	68.00
09/30/03	JMA Receipt and review letter from K. Coakley to Judge Cavanaugh with revised order re: Special Master's 4th Fee Application	.30	102.00
09/30/03	JMA Receipt and review letter from M. Daneker to Coakley re: deficiencies in immediate action items	.40	136.00
09/30/03	JMA Receipt and review letter from D. Field to K. Millian re: Honeywell's motion to dismiss	.20	68.00
09/30/03	JMA Receipt and review letter from K. Millian to S. Falanga re: letter of credit	.20	68.00
09/30/03	JMA Receipt and review letter from T. Pasuit to Clerk with Special Master 4th Fee Application	.20	68.00
09/30/03	JMA Receipt and review Special Master Fourth Application for fees and expenses	1.00	340.00
09/30/03	JMA Receipt and review letter for D. Field with Scheduling Order	.20	68.00
09/30/03	JMA Receipt and review letter from D. Field with Amended Scheduling Order	.30	102.00
09/30/03	JMA Receipt and review letter from S. Falanga re: letter of credit	.20	68.00

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INVOICE NO. 21262

09/30/03 JMA Receipt and review revised letter of credit	.80	272.00
09/30/03 JMA Receipt and review letter from T. Milch with form of sight draft	.20	68.00
09/30/03 JMA T/c counsel for Special Master	.30	102.00
09/30/03 JMA T/c with CHM and K. Brown	.30	102.00
09/30/03 JMA T/c counsel for Special Master	.20	68.00
09/30/03 JMA T/c with CHM and D. Field	.20	68.00
09/30/03 JMA Letter to counsel for Special Master re: letter of credit	.20	68.00
09/30/03 JMA T/c with CHM re: mediation strategy	.50	170.00
09/30/03 JMA T/c with CHM and T. Milch re: mediation issues	.50	170.00
09/30/03 JMA T/c with CHM and R. Senftleben re: mediation	.40	136.00
09/30/03 JMA Receipt and review Schoor DePalma (Honeywell surveyor) P.O.	.20	68.00
09/30/03 JMA Receipt and review Honeywell's amended Field Activities Summary	.30	102.00
09/30/03 JMA Preliminary review of Honeywell's vendor contracts	.50	170.00
09/30/03 JMA Receipt and review Honeywell's contracting strategy letter - supplement	.20	68.00

Subtotal:-----
31,856.00**Fee Applications, Applicants**

09/01/03 MEF Review certificate of no objection regarding June 2003 Monthly Fee Application	.30	67.50
09/02/03 JMA Fee Application - receipt and review email from B. Jefferds re:disbursements	.10	34.00
09/02/03 JMA Conference with MEF re: photocopying charges	.20	68.00

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Disbursements

Travel Expense

09/26/03 Travel Expense JMA AMEX (AIR) 9/26	573.50
09/26/03 Travel Expense - Driver - JMA to Newark Air Port 9/26/03	75.00
09/26/03 Travel Expense - My Limousine Service - from Newark JMA 9/26/03	68.10
SUBTOTAL:	716.60

Computer Searches

09/30/03 Computer Searches WESTLAW 9/22, 9/25	20.61
SUBTOTAL:	20.61

Costs Advanced

09/22/03 Costs Advanced - MCGUIRE, CHARLES P 9/22/03	8.80
SUBTOTAL:	8.80

09/30/03 Messenger	52.50
09/30/03 Photocopies	26.40
09/30/03 Faxes	338.00
09/30/03 Telephone	166.66
09/30/03 Computer Searches	509.21
09/30/03 Federal Express	118.36
09/30/03 Messenger - In House	100.00

Total Costs	----- 2,057.14 -----
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Total Due this Matter	38,545.64
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Lois Isaacson

From: CONTINENTAL TRAVEL (AGENTID00063032) [emailserver@pop3.amadeus.net]
Sent: Thursday, September 25, 2003 10:21 AM
To: LISAACSON@CARELLABYRNE.COM
Subject: AGNELLO/JOHN 26SEP EWR DCA

AGNELLO/JOHN 26SEP EWR DCA

THIS DOCUMENT IS AUTOMATICALLY GENERATED.
 PLEASE DO NOT RESPOND TO THIS MAIL.

INVOICE 0000019478
 DATE 25SEPTEMBER03
 BOOKING REF Z8Z9KK
 AGENT AL/AL

CARELLA BYRNE BAIN GILFILLAN
 6 BECKER FARM ROAD
 ROSELAND NJ 07068-1739

AGNELLO/JOHN

SERVICE	DATE	FROM	TO	DEPART	ARRIVE
MISCELLANEOUS	26SEP	NEWARK NJ			
	FRI	**ELECTRONIC TICKET * REFUNDABLE			
CONTINENTAL AIRLINES	26SEP	NEWARK NJ	WASHINGTON DC	900A	1009A
CO 562	FRI	LIBERTY INTL	R REAGAN NAT		
Y ECONOMY		TERMINAL C	TERMINAL B		
				NON STOP	
		RESERVATION CONFIRMED		1:09	DURATION
	AIRCRAFT:	BOEING 737-500			
		SEAT 08D NO SMOKING CONFIRMED			
CONTINENTAL AIRLINES	26SEP	WASHINGTON DC	NEWARK NJ	530P	638P
CO 80	FRI	R REAGAN NAT	LIBERTY INTL		
Y ECONOMY		TERMINAL B	TERMINAL C		
				NON STOP	
		RESERVATION CONFIRMED		1:08	DURATION
	AIRCRAFT:	BOEING 737-500			
		SEAT 10C NO SMOKING CONFIRMED			
AIR FARE	502.32	TAX	51.18	TOTAL USD	553.50
		NON REF	PROCESSING FEE USD		20.00
		AIR TOTAL	USD		573.50
		INVOICE TOTAL	USD		573.50

TICKET PAYMENT CCAX378294435821098/0405/A102045
 MCO PAYMENT: CCAX378294435821098/0405/A128264

9/25/2003

RESERVATION NUMBER(S) CO/VXPW9G

TICKET:

CO/ETKT 005 7556760516

MCO:

890 8123802298

CO FREQUENT FLYER COLN769520

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	

AFFIDAVIT OF SERVICE

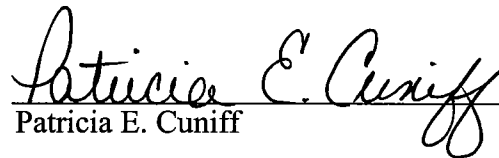
STATE OF DELAWARE)
)SS
COUNTY OF NEW CASTLE)

Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 17th day of October, 2003 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

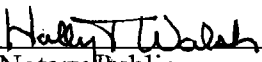
¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

1. SUMMARY COVERSHEET TO EIGHTEENTH MONTHLY INTERIM APPLICATION OF CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR SEPTEMBER 1, 2003 THROUGH SEPTEMBER 30, 2003; AND
2. FEE DETAIL FOR CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN'S MONTHLY FEE APPLICATION FOR THE PERIOD SEPTEMBER 1, 2003 THROUGH SEPTEMBER 30, 2003.

Dated: October 17, 2003


Patricia E. Cuniff

Sworn to and subscribed before
me this 17th day of October, 2003


Notary Public
My Commission Expires: 02/11/04

Grace Fee Application Service List

Case Number: 01-1139 (JJF)

Document Number: 45804

01 – Hand Delivery

02 – Federal Express

14 - E-Mail

smcfarland@pszyj.com

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(Fee Auditor)

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Philip Bentley, Esquire

Kramer Levin Naftalis & Frankel LLP